

Exhibit 146

(Filed Under Seal)

Charles M. Lizza
William C. Baton
SAUL EWING LLP
One Riverfront Plaza, Suite 1520
Newark, New Jersey 07102-5426
(973) 286-6700
clizza@saul.com

*Attorneys for Plaintiffs
Forest Laboratories Inc.,
Forest Laboratories Holdings Ltd.,
Merz Pharma GmbH & Co. KGaA, and
Merz Pharmaceuticals GmbH*

Jason B. Lattimore
LATHAM & WATKINS LLP
One Newark Center, 16th Floor
Newark, New Jersey 07102-2174
(973) 639-1234
jason.lattimore@lw.com

*Attorneys for Defendants
Orchid Chemicals &
Pharmaceuticals, Ltd.
and Orgenus Pharma Inc.*

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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

FOREST LABORATORIES INC., *et al.*,

Plaintiffs,

v.

ORGENUS PHARMA INC., *et al.*,

Defendants.

Case No. 09-5105 (MLC)(DEA)

**STIPULATION AND
ORDER**

(Filed Electronically)

The Court, upon the consent and request of Plaintiffs Forest Laboratories, Inc., Forest Laboratories Holdings, Ltd., Merz Pharma GmbH & Co. KGaA, and Merz Pharmaceuticals GmbH (collectively, "Plaintiffs") and Defendants Orchid Chemicals & Pharmaceuticals, Ltd. (d/b/a Orchid Healthcare) and Orgenus Pharma Inc. (collectively, "Orchid"), hereby acknowledges the following Stipulation and issues the following Order.

STIPULATION

1. This Court has subject matter jurisdiction over this patent infringement action (the "Action") and personal jurisdiction over Plaintiffs and Orchid. Venue is proper in this Court as to Plaintiffs and Orchid.

K&E 16759902.1

2. In this Action, Plaintiffs have charged Orchid with infringement of United Stations Patent No. 5,061,703 ("the '703 Patent") in connection with Orchid's submission of Abbreviated new Drug Application ("ANDA") No. 90-044 directed to generic tablets containing 5 milligrams or 10 milligrams of memantine hydrochloride per tablet to the U.S. Food and Drug Administration ("FDA").

3. In response to Plaintiffs' charges of patent infringement, Orchid has alleged certain defenses, including that the '703 Patent is invalid and/or not infringed by the generic tablet products containing 5 milligrams or 10 milligrams of memantine hydrochloride that are the subject of ANDA No. 90-044. No decision has been obtained by either party from this Court regarding these charges of infringement or these defenses.

4. Orchid admits that the submission of ANDA No. 90-044 to the FDA for the purpose of obtaining regulatory approval to engage in the commercial manufacture, use and/or sale of generic tablets containing 5 milligrams or 10 milligrams of memantine hydrochloride per tablet within the United States before the expiration of the '703 Patent was a technical act of infringement of that patent under U.S.C. §271(e)(2)(A). This admission is without prejudice to Orchid's defenses that the '703 Patent is invalid and/or that the product described by ANDA No. 90-044 does not infringe that patent.

5. Both parties agree that all other claims and defenses set forth in their pleadings against each other, including the allegations and averments contained therein, should be dismissed, without prejudice.

Dated: April 22, 2010

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By: Charles M. Lizza
Charles M. Lizza
William C. Baton
SAUL EWING LLP
One Riverfront Plaza, Suite 1520
Newark, New Jersey 07102-5426
Telephone: (973) 286-6700
Facsimile: (973) 286-6800
clizza@saul.com
wbaton@saul.com

Of Counsel:

John M. Desmarais
Gerald J. Flattmann, Jr.
Melanie R. Rupert
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
john.desmarais@kirkland.com
gerald.flattmann@kirkland.com
melanie.rupert@kirkland.com

Of Counsel:

F. Dominic Cerrito
Eric Stops
Evangeline Shih
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
fdcerrito@jonesday.com
estops@jonesday.com
eshih@jonesday.com

Attorneys for Plaintiffs
Forest Laboratories Inc.,
Forest Laboratories Holdings Ltd.,
Merz Pharma GmbH & Co. KGaA, and
Merz Pharmaceuticals GmbH

By: Jason B. Lattimore
Jason B. Lattimore
LATHAM & WATKINS LLP
One Newark Center, 16th Floor
Newark, New Jersey 07101-3174
Telephone: (973) 639-1234
Facsimile: (973) 639-7298
jason.lattimore@lw.com

Of Counsel:

Terrence J. Connolly
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1000
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
terrence.connolly@lw.com

Of Counsel:

Kenneth G. Schuler
LATHAM & WATKINS LLP
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767
kenneth.schuler@lw.com

Of Counsel:

Darryl H. Steensma
LATHAM & WATKINS LLP
12636 High Bluff Drive, Suite 400
San Diego, California 92130
Telephone: (858) 523-5400
Facsimile: (858) 523-5450
darryl.steensma@lw.com

Attorneys for Defendants
Orchid Chemicals & Pharmaceuticals,
Ltd. and Organus Pharma Inc.

ORDER

Accordingly, pursuant to the above Stipulation, and upon the consent and request of Plaintiffs and Orchid, **IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. The filing of ANDA No. 90-044 was a technical act of infringement of the '703 Patent under 35 U.S.C. §271(e)(2)(A). No decision of the Court has been obtained by either party regarding the presumptive validity of the '703 Patent and/or whether the product described by ANDA No. 90-044 infringes that patent.
2. All other claims and defenses set forth in Plaintiffs' and Orchid's pleadings against each other, including the allegations and averments contained therein, are hereby dismissed, without prejudice.
3. Except for the extent permitted by 35 U.S.C. §271(e)(1), Orchid, its officers, agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, are hereby enjoined from manufacturing, using, offering to sell or selling within the United States, or importing into the United States, the generic tablet products containing 5 milligrams or 10 milligrams of memantine hydrochloride per tablet that are the subject of ANDA No. 90-044 during the life of the '703 Patent, including any extensions and pediatric exclusivities, absent a license agreement or other authorization by Plaintiffs, unless all of the asserted claims of the '703 Patent are found invalid or unenforceable by a court decision from which no appeal has been or can be taken, other than a petition for a writ of certiorari to the U.S. Supreme Court, or found not infringed by such a court decision which is relevant to the proposed use of the generic tablet products that are the subject of ANDA 90-044.

4. Plaintiffs and Orchid each expressly waive any right to appeal or otherwise move for relief from this Stipulation And Order.

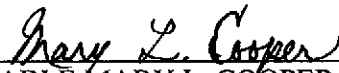
5. This Court retains jurisdiction over Plaintiffs and Orchid for purposes of enforcing this Stipulation And Order.

6. This Stipulation And Order shall finally resolve this Action between Plaintiffs and Orchid.

7. The Clerk of the Court is directed to enter this Stipulation And Order forthwith.

SO ORDERED:

This 26th day of APRIL, 2010



HONORABLE MARY L. COOPER
UNITED STATES DISTRICT JUDGE